

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W.R. GRACE & CO., et al.,	§	Jointly Administered
	§	Case No. 01-01139 (KJC)
Debtors.	§	
	§	

**FEE AUDITOR'S FINAL REPORT REGARDING THE FIFTY-SECOND AND FINAL
FEE APPLICATION OF STROOCK & STROOCK & LAVAN LLP FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM APRIL 12, 2001 THROUGH FEBRUARY 3, 2014**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the Fifty-Second and Final Fee Application of Stroock & Stroock & Lavan LLP for Compensation and for Reimbursement of Expenses for the Period from April 12, 2001 through February 3, 2014 (the “Application”).

BACKGROUND

1. Stroock & Stroock & Lavan LLP (“Stroock”) was retained as counsel to the Official Committee of Unsecured Creditors. In the Application, Stroock seeks approval of fees and expenses as follows: fees totaling \$11,847.50 and expenses totaling \$98.40 for its services from January 1, 2014 through February 3, 2014 (the “Fifty-Second Interim Period”), and final approval of fees

totaling \$16,394,063.67¹ and expenses totaling \$4,539,950.31^{2, 3} for its services from April 12, 2001 through February 3, 2014 (the “Final Application Period”).

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with 11 U.S.C. § 330, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2014, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the “Guidelines”), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals. We emailed an inquiry to Stroock based upon our review, and we received a response from Stroock, portions of which response are quoted herein.

¹We note that the total of the fees requested in Stroock’s 51 prior fee applications, plus the compensation sought for the Fifty-Second Interim Period, is \$16,435,012.97. It appears that Stroock has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 6, to arrive at the figure it seeks of \$16,394,063.67. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

²We note that the total of the expenses requested in Stroock’s 51 prior fee applications, plus the expenses sought for the Fifty-Second Interim Period, is \$4,549,164.29. It appears that Stroock has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 6, to arrive at the figure it seeks of \$4,539,950.31. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

³Stroock’s expense request includes \$604,557.07 for Stroock’s expenses and \$3,935,393.24 for the fees and expenses of Navigant Consulting (“Navigant”) (f/k/a Chambers).

DISCUSSION

Fifty-Second Interim Period

3. We have no issues with, or objections to, Stroock's fees and expenses for the Fifty-Second Interim Period.

4. Thus, we recommend approval of \$11,847.50 in fees and \$98.40 in expenses for Stroock's services for the Fifty-Second Interim Period.

Final Application Period

5. We noted that although Stroock requested final approval of expenses totaling \$4,539,950.31, we calculated Stroock's total approved expenses at \$4,531,155.79,⁴ for a difference of \$8,794.52. We provided our calculations to Stroock and asked Stroock whether or not it agreed with them. Stroock responded: "We have reviewed your calculations and we agree with your final expense number set forth below... (of \$4,531,155.79)." We appreciate Stroock's response and recommend that Stroock's final expense request be reduced by \$8,794.52.

Prior Interim Applications

6. We note that we previously filed the following final reports for Stroock's prior interim applications, which final reports we incorporate by reference herein, and we also note the following orders that ruled on Stroock's prior interim fee applications:

1st - 3rd Periods: Amended Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the First, Second and Third Interim

⁴Of this amount, \$3,936,516.74 was for the fees and expenses of Navigant, and the remaining \$594,639.05 was for Stroock's expenses. Pursuant to the Court's Order Authorizing the Retention of Experts (Docket No. 564) dated June 22, 2001, Navigant, as an expert, is not considered a professional under 11 U.S.C. § 327(a) and is not required to submit fee applications to the court. Therefore, we did not review Navigant's fees and expenses. However, because they were approved by the Court, we are including them in our calculation of Stroock's final approved expenses.

Periods (Docket #3035) filed on or about November 19, 2002, in which we recommended approval of fees totaling \$887,112.50 and expenses totaling \$54,578.77, reflecting our recommended reductions of \$17,526.75 in fees and \$1,635.70 in expenses, as further explained in paragraphs 7, 8, 9, 12, 13 and 15 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the First, Second and Third Periods, dated November 25, 2002 (Docket #3091).

4th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Fourth Interim Period (Docket #2447) filed on or about July 29, 2002, in which we recommended approval of fees totaling \$266,865.70 and expenses totaling \$6,144.85, reflecting our recommended reductions of \$304.55 in fees and \$4.91 in expenses, as further explained in paragraphs 10, 11, 12 and 17 of that final report. The Court approved fees totaling \$266,865.70 and expenses totaling \$28,147.61 in the Order Approving Quarterly Fee Applications for the Fourth Period, dated October 9, 2002 (Docket #2797).

5th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Fifth Interim Period (Docket #2931) filed on or about November 4, 2002, in which we recommended approval of fees totaling \$245,259.00 and expenses totaling \$174,414.75. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifth Period, dated November 25, 2002 (Docket #3092).

- 6th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Sixth Interim Period (Docket #3352) filed on or about February 7, 2003, in which we recommended approval of fees totaling \$276,535.77 and expenses totaling \$27,663.07, reflecting our recommended reductions of \$3,936.00 in fees and \$695.00 in expenses, as further explained in paragraphs 5, 6 and 7 of that final report. The Court approved \$276,535.77 in fees and \$45,477.52 in expenses in the Order Approving Quarterly Fee Applications for the Sixth Period, dated March 14, 2003 (Docket #3511).
- 7th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Seventh Interim Period (Docket #3679) filed on or about April 17, 2003, in which we recommended approval of fees totaling \$171,108.00 and expenses totaling \$25,000.84, reflecting our recommended reduction of \$368.97 in expenses, as further explained in paragraph 6 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Seventh Period, dated July 28, 2003 (Docket #4157).
- 8th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Eighth Interim Period (Docket #4066) filed on or about July 17, 2003, in which we recommended approval of fees totaling \$224,033.50 and expenses totaling \$9,332.42, reflecting our recommended reductions of \$325.00 in fees and \$91.62 in expenses, as further explained in paragraphs 6 and 8 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighth

Period, dated September 22, 2003 (Docket #4480).

9th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Ninth Interim Period (Docket #4470) filed on or about September 23, 2003, in which we recommended approval of fees totaling \$215,903.50 and expenses totaling \$2,726.28. The Court approved \$215,903.50 in fees and \$70,354.78 in expenses in the Amended Order Approving Quarterly Fee Applications for the Ninth Period and Certain Prior Amounts, dated December 23, 2003 (Docket #4902).

10th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Tenth Interim Period (Docket #5017) filed on or about January 29, 2004, in which we recommended approval of fees totaling \$218,222.00 and expenses totaling \$4,339.46. The Court approved \$218,222.00 in fees and \$41,204.65 in expenses in the Order Approving Quarterly Fee Applications for the Tenth Period, dated April 26, 2004 (Docket #5482).

11th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Eleventh Interim Period (Docket #5644) filed on or about May 24, 2004, in which we recommended approval of fees totaling \$215,718.50 and expenses totaling \$5,950.82, reflecting our recommended reduction of \$28.15 in expenses, as further explained in paragraph 3 of that final report. The Court approved \$215,718.50 in fees and \$106,272.17 in expenses in the Order Approving Quarterly Fee Applications for the Eleventh Period, dated June 16, 2004 (Docket #5822).

12th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twelfth Interim Period (Docket #6080) filed on or about July 30, 2004, in which we recommended approval of fees totaling \$254,857.00 and expenses totaling \$9,864.89, reflecting our recommended reduction of \$100.47 in expenses, as further explained in paragraph 4 of that final report. The Court approved \$254,857.00 in fees and \$93,011.96 in expenses in the Order Approving Quarterly Fee Applications for the Twelfth Period, dated September 27, 2004 (Docket #6465).

13th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirteenth Interim Period (Docket #7013) filed on or about November 22, 2004, in which we recommended approval of fees totaling \$353,629.50 and expenses totaling \$7,760.42. The Court approved \$353,629.50 in fees and \$280,234.58 in expenses in the Order Approving Quarterly Fee Applications for the Thirteenth Period, dated January 26, 2005 (Docket #7622).

14th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Fourteenth Interim Period (Docket #7983) filed on or about March 8, 2005, in which we recommended approval of fees totaling \$226,754.50 and expenses totaling \$6,705.08. The Court approved \$226,754.50 in fees and \$74,274.58 in expenses in the Order Approving Quarterly Fee Applications for the Fourteenth Period, dated March 22, 2005 (Docket #8081).

15th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock

& Lavan LLP for the Fifteenth Interim Period (Docket #8571), filed on or about June 8, 2005, in which we recommended approval of fees totaling \$648,355.70 and expenses totaling \$25,830.19, reflecting our recommended reduction of \$4,777.50 in fees, as further explained in paragraph 4 of that final report. The Court approved \$648,355.70 in fees and \$166,252.30 in expenses in the Order Approving Quarterly Fee Applications for the Fifteenth Period, dated June 29, 2005 (Docket #8728).

16th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Sixteenth Interim Period (Docket #9389), filed on or about September 12, 2005, in which we recommended approval of fees totaling \$349,644.00 and expenses totaling \$12,746.23, reflecting our recommended reduction of \$2,645.50 in fees, as further explained in paragraphs 3 and 4 of that final report. The Court approved \$349,644.00 in fees and \$52,850.46 in expenses were adopted in the Order Approving Quarterly Fee Applications for the Sixteenth Period, dated September 27, 2005 (Docket #9513).

17th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Seventeenth Interim Period (Docket #11111), filed on or about November 18, 2005, in which we recommended approval of fees totaling \$340,096.25 and expenses totaling \$9,261.40, reflecting our recommended reduction of \$725.00 in fees, as further explained in paragraphs 3 and 4 of that final report. The Court approved \$340,096.25 in fees and \$63,465.74 in expenses in the Order Approving Quarterly Fee

Applications for the Seventeenth Period, dated December 21, 2005 (Docket #11402).

18th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Eighteenth Interim Period (Docket #12019), filed on or about March 9, 2006, in which we recommended approval of fees totaling \$291,843.50 and expenses totaling \$40,493.21. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighteenth Period, dated March 27, 2006 (Docket #12121).

19th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Nineteenth Interim Period (Docket #12550), filed on or about May 30, 2006, in which we recommended approval of fees totaling \$299,419.75 and expenses totaling \$5,838.28. The Court approved \$299,419.75 in fees and \$109,337.18 in expenses in the Order Approving Quarterly Fee Applications for the Nineteenth Period, dated June 16, 2006 (Docket #12660).

20th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twentieth Interim Period (Docket #13180), filed on or about September 8, 2006, in which we recommended approval of fees totaling \$323,451.25 and expenses totaling \$5,758.28, reflecting our recommended reduction of \$115.00 in fees, as further explained in footnote 1 of that final report. The Court approved \$323,451.25 in fees and \$71,130.16 in expenses in the Order Approving Quarterly Fee Applications

for the Twentieth Period, dated September 26, 2006 (Docket #13298).

21st Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twenty-First Interim Period (Docket #13919), filed on or about December 5, 2006, in which we recommended approval of fees totaling \$332,978.00 and expenses totaling \$5,849.79. The Court approved \$332,978.00 in fees and \$69,317.29 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-First Period, dated December 19, 2006 (Docket #14069).

22nd Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twenty-Second Interim Period (Docket #14775), filed on or about March 6, 2007, in which we recommended approval of fees totaling \$380,213.50 and expenses totaling \$4,742.11. The Court approved \$380,213.50 in fees and \$224,518.72 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-Second Period, dated May 3, 2007 (Docket #15494).

23rd Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twenty-Third Interim Period (Docket #15894), filed on or about May 30, 2007, in which we recommended approval of fees totaling \$484,693.50 and expenses totaling \$10,038.19. The Court approved \$484,693.50 in fees and \$346,096.31 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-Third Period, dated June 20, 2007 (Docket #16105).

24th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications

with No Fee or Expense Issues for the Twenty-Fourth Interim Period (Docket #16786), filed on or about September 10, 2007, in which we recommended approval of fees totaling \$331,950.50 and expenses totaling \$283,140.67. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Fourth Period, dated September 25, 2007 (Docket #16916).

25th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Fifth Interim Period (Docket #17542), filed on or about December 4, 2007, in which we recommended approval of fees totaling \$609,233.75 and expenses totaling \$13,150.79. The Court approved \$609,233.75 in fees and \$549,314.08 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-Fifth Period, dated December 13, 2007 (Docket #17629).

26th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twenty-Sixth Interim Period (Docket #18090), filed on or about February 21, 2008, in which we recommended approval of fees totaling \$508,758.50 and expenses totaling \$10,433.15, reflecting our recommended reduction of \$1,285.00 in fees, as further explained in paragraph 4 of that final report. The Court approved \$508,758.50 in fees and \$428,702.23 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-Sixth Period, dated March 12, 2008 (Docket #18270).

27th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Twenty-Seventh Interim Period (Docket #18764), filed

on or about May 21, 2008, in which we recommended approval of fees totaling \$654,871.50 and expenses totaling \$112,650.85, reflecting our recommended reduction of \$172.05 in fees, as further explained in paragraph 3 of that final report. The Court approved \$654,871.50 in fees and \$647,999.84 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-Seventh Period, dated June 23, 2008 (Docket #18989).

28th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Eighth Interim Period (Docket #19535), filed on or about September 15, 2008, in which we recommended approval of fees totaling \$672,622.50 and expenses totaling \$249,618.17. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Eighth Period, dated October 1, 2008 (Docket #19663).

29th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Ninth Interim Period (Docket #20150), filed on or about November 26, 2008, in which we recommended approval of fees totaling \$653,130.50 and expenses totaling \$65,048.17. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Ninth Period, dated December 17, 2008 (Docket #20283).

30th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Thirtieth Interim Period (Docket #20845), filed on or about February 25, 2009, in which we recommended approval of fees totaling

\$645,092.50 and expenses totaling \$11,888.55, reflecting our recommended reduction of \$410.00 in fees, as further explained in paragraph 3 of that final report. The Court approved \$645,092.50 in fees and \$12,148.45 in expenses in the Order Approving Quarterly Fee Applications for the Thirtieth Period, dated April 2, 2009 (Docket #21173).

31st Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-First Interim Period (Docket #22047), filed on or about June 10, 2009, in which we recommended approval of fees totaling \$557,387.50 and expenses totaling \$20,499.56. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-First Period, dated July 7, 2009 (Docket #22354).

32nd Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Thirty-Second Interim Period (Docket #22976), filed on or about August 26, 2009, in which we recommended approval of fees totaling \$433,438.75 and expenses totaling \$7,356.35, reflecting our recommended reduction of \$3,662.00 in fees, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Second Period, dated September 28, 2009 (Docket #23352).

33rd Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan LLP for the Thirty-Third Interim Period (Docket #23787), filed on or about November 18, 2009, in which we recommended approval of fees totaling \$653,243.75 and expenses totaling \$16,935.11, reflecting our

recommended reduction of \$945.00 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Third Period, dated December 11, 2009 (Docket #23996).

34th Period: Fee Auditor's Final Report Regarding the Thirty-Fourth Quarterly Fee Application of Stroock & Stroock & Lavan LLP for Compensation for Services Rendered and Reimbursement Expenses for the Period of July 1, 2009 through September 30, 2009 (Docket #24360), filed on or about February 25, 2010, in which we recommended approval of fees totaling \$942,116.25 and expenses totaling \$47,520.32, reflecting our recommended reduction of \$2,132.00 in fees, as further explained in paragraphs 4 and 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Fourth Period, dated March 19, 2010 (Docket #24470).

35th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Thirty-Fifth Interim Period (Docket #24856), filed on or about May 28, 2010, in which we recommended approval of fees totaling \$617,534.75 and expenses totaling \$26,074.41. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Fifth Period, dated June 7, 2010 (Docket #24917).

36th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Thirty-

Sixth Interim Period (Docket #25384), filed on or about September 10, 2010, in which we recommended approval of fees totaling \$290,697.25 and expenses totaling \$5,468.29. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Sixth Period, dated September 13, 2010 (Docket #25397).

37th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Seventh Interim Period (Docket #25850), filed on or about December 2, 2010, in which we recommended approval of fees totaling \$133,786.00 and expenses totaling \$1,130.09. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Seventh Period, dated December 10, 2010 (Docket #25905).

38th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Eighth Interim Period (Docket #26519), filed on or about March 9, 2011, in which we recommended approval of fees totaling \$69,080.00 and expenses totaling \$627.96. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Eighth Period, dated March 25, 2011 (Docket #26627).

39th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Ninth Interim Period (Docket #27116), filed on or about June 21, 2011, in which we recommended approval of fees totaling \$141,141.25 and expenses totaling

\$2,635.46. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Ninth Period, dated June 30, 2011 (Docket #27188).

40th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fortieth Interim Period (Docket #27507), filed on or about August 25, 2011, in which we recommended approval of fees totaling \$278,180.75 and expenses totaling \$4,905.64. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fortieth Period, dated September 20, 2011 (Docket #27622).

41st Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-First Interim Period (Docket #28070), filed on or about December 2, 2011, in which we recommended approval of fees totaling \$388,620.75 and expenses totaling \$4,259.75. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-First Period, dated December 14, 2011 (Docket #28150).

42nd Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Second Interim Period (Docket #28548), filed on or about February 20, 2012, in which we recommended approval of fees totaling \$188,534.00 and expenses totaling \$3,532.88. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Second Period, dated March 23,

2012 (Docket #28705).

43rd Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Third Interim Period (Docket #28900), filed on or about May 9, 2012, in which we recommended approval of fees totaling \$92,483.50 and expenses totaling \$817.49. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Third Period, dated June 14, 2012 (Docket #29054).

44th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Fourth Interim Period (Docket #29449), filed on or about August 13, 2012, in which we recommended approval of fees totaling \$121,495.00 and expenses totaling \$740.14. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Fourth Period, dated October 19, 2012 (Docket #29746).

45th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Fifth Interim Period (Docket #29988), filed on or about December 4, 2012, in which we recommended approval of fees totaling \$105,462.00 and expenses totaling \$1,264.25. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Fifth Period, dated December 11, 2012 (Docket #30036).

46th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications

with *De Minimis* or No Fee or Expense Issues for the Forty-Sixth Interim Period (Docket #30382), filed on or about March 7, 2013, in which we recommended approval of fees totaling \$62,865.50 and expenses totaling \$486.72. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Sixth Period, dated March 27, 2013 (Docket #30440).

47th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Seventh Interim Period (Docket #30840), filed on or about July 17, 2013, in which we recommended approval of fees totaling \$94,431.50 and expenses totaling \$547.76. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Seventh Period, dated July 31, 2013 (Docket #30907).

48th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan, LLP, for the Forty-Eighth Interim Period (Docket #30758), filed on or about June 19, 2013, in which we recommended approval of fees totaling \$42,293.00 and expenses totaling \$485.63, reflecting our recommended reduction of \$735.00 in fees as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Eighth Period, dated September 24, 2013 (Docket #31158).

49th Period: Fee Auditor's Final Report Regarding Fee Application of Stroock & Stroock & Lavan, LLP for the Forty-Ninth Interim Period (Docket #31303), filed on

or about November 5, 2013, in which we recommended approval of fees totaling \$42,582.00 and expenses totaling \$788.36, reflecting our recommended reduction of \$1,425.00 in fees as further explained in paragraph 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Ninth Period, dated December 17, 2013 (Docket #31482).

50th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fiftieth Interim Period (Docket #31838), filed on or about March 11, 2014, in which we recommended approval of fees totaling \$21,644.50 and expenses totaling \$432.51. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fiftieth Period, dated March 31, 2014 (Docket #31963).

51st Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fifty-First Interim Application Period (Docket #32197), filed on or about May 13, 2014, in which we recommended approval of fees totaling \$22,843.50 and expenses totaling \$321.52. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifty-First Period, dated May 23, 2014 (Docket #32216).

7. We have reviewed the final reports and orders allowing fees and expenses for the prior interim periods, and we do not believe there is any reason to change any of the amounts awarded for the prior interim periods, with the exception of the Nineteenth Interim Period. The

expenses awarded for that period were \$109,337.18, however, there was a clerical error in the order which was submitted to the Court. The correct amount of expenses was \$109,336.77, for a difference of \$0.41. Thus, we recommend a reduction of \$0.41 in expenses in order to correct the error.

CONCLUSION

8. Thus, we recommend final approval of \$16,394,063.67⁵ in fees and \$4,531,155.38 in expenses (\$4,539,950.31⁶ minus \$8,794.93)⁷ for Stroock's services for the Final Application Period.

⁵We note that the total of the fees requested in Stroock's 51 prior fee applications, plus the compensation sought for the Fifty-Second Interim Period, is \$16,435,012.97. It appears that Stroock has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 6, to arrive at the figure it seeks of \$16,394,063.67. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

⁶We note that the total of the expenses requested in Stroock's 51 prior fee applications, plus the expenses sought for the Fifty-Second Interim Period, is \$4,549,164.29. It appears that Stroock has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 6, to arrive at the figure it seeks of \$4,539,950.31. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

⁷This amount reflects a reduction of \$8,794.52 to correct an error in Stroock's final expense request (*see* paragraph 5), as well as a \$0.41 reduction to correct an error in the fee order for the Nineteenth Interim Period. *See* paragraph 7.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 11th day of July, 2014.



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